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*Counsel for the Board of Each of PG&E Corporation and  
Pacific Gas and Electric Company and for Certain  
Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case No.  
19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION  
REGARDING SECOND MONTHLY FEE  
STATEMENT OF SIMPSON THACHER &  
BARTLETT LLP FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD OF MAY 1, 2019 THROUGH  
MAY 31, 2019**

Re: Docket No. 3319

**Objection Deadline:** August 21, 2019  
4:00 pm (Pacific Time)

On July 31, 2019, Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), counsel for (i) the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and Electric Company (the “**Debtors**”), as the Board may be constituted from time to time, and for the members of the Board from time to time in their capacities as members of the Board, and (ii) certain current and former independent directors in their individual capacities who serve or served as independent directors prior to and/or as of the Petition Date (as defined below) (each an “**Independent Director**” and collectively, the “**Independent Directors**”), filed its *Second Monthly Fee Statement of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period May 1, 2019 through May 31, 2019*, pursuant to the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated February 27, 2019 [Docket No. 701] (the “**Interim Procedures Order**”).

The Second Monthly Fee Statement was served as described in the *Certificate of Service* of Alain B. Francoeur [Docket No. 3378]. The deadline to file responses or oppositions to the Second Monthly Fee Statement was August 21, 2019 at 4:00 pm (PT), and no oppositions or responses have been filed with the Court or received by Simpson Thacher. Pursuant to the Interim Compensation Order, the Debtors are authorized to pay Simpson Thacher eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Second Monthly Fee Statement upon the filing of this certification without the need for a further order of the Court. A summary of the fees and expenses sought by Simpson Thacher is annexed hereto as **Exhibit A**.

The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury, that:

1. I am a counsel at the law firm Simpson Thacher & Bartlett LLP, counsel to the Board and the Independent Directors.

2. I certify that I have reviewed or caused the review of the Court's docket in these chapter 11 cases and that Simpson Thacher has not received any response or opposition to the Second Monthly Fee Statement.

3. This declaration was executed in Palo Alto, California.

**SIMPSON THACHER & BARTLETT LLP**

Dated: August 27, 2019  
Palo Alto, California

/s/ Jonathan Sanders

Jonathan Sanders (No. 228785)

*Counsel for the Board of Each of PG&E Corporation and Pacific Gas and Electric Company and for Certain Current and Former Independent Directors*

**Simpson Thacher & Bartlett LLP**  
425 Lexington Ave  
New York, NY 10017

**Exhibit A**

Date Statement Filed	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount of Fees Authorized to be Paid Pursuant to Interim Compensation Order	Total Amount of Expenses Authorized to be Paid Pursuant to Interim Compensation Order	Holdback Fees Amount
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
July 31, 2019	05/01/19 - 05/31/19	\$490,889.50	\$9,877.60	\$392,711.60	\$9,877.60	\$98,177.90